

RECORDATION NO. 8209 F Filed & Recorded

MAY 3 1976 2 40 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO AGREEMENT AND ASSIGNMENT

AMENDMENT NO. 1 dated as of December 15, 1975, between BETHLEHEM STEEL CORPORATION (hereinafter called the Builder) and METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee) to the Agreement and Assignment dated as of December 15, 1975 (hereinafter called the Assignment between the Builder and the Assignee).

WHEREAS the Builder and the Assignee desire to amend the Assignment as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Section 4 of the Assignment is hereby amended by deletion of the words "the Vendee and" and the word "their" in clause (c) thereof, and the insertion in the place of such latter word of the word "its".

B. Except as hereinabove amended, the Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

BETHLEHEM STEEL CORPORATION

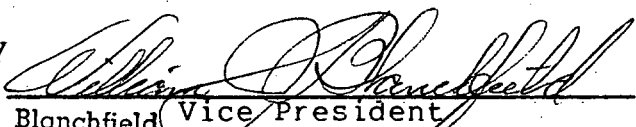
by _____

[Corporate Seal]

Attest:


METROPOLITAN LIFE INSURANCE COMPANY

by


William J. Blanchfield

Vice President

by


Vice President-Investment Counsel
THOMAS B. BURCH

[Corporate Seal]

Attest:


DANIEL W. ALLEN

Assistant Secretary

ACKNOWLEDGMENT OF NOTICE OF
AMENDMENT TO ASSIGNMENT

Receipt of a copy of the foregoing Amendment to
the Agreement and Assignment dated as of December 15, 1975,
is hereby acknowledged as of December 15, 1975.

AMERICAN SECURITY AND TRUST COMPANY

by

Vice President

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this day of 1976, before me
personally appeared , to me personally
known, who being by me duly sworn, says that he is a
Vice President of BETHLEHEM STEEL CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 24th day of March 1976, before me personally appeared William J. Blanchfield and Thomas B. Burch, to me personally known, each of whom, being by me duly sworn, says that each is a Vice President of METROPOLITAN LIFE INSURANCE COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joseph P. Bracken
Notary Public

[Notarial Seal]

My Commission expires

JOSEPH P. BRACKEN
NOTARY PUBLIC, State of New York
No. 41-0381010 Qual. in Queens Co.
Certificate filed in New York County
Commission Expires March 30, 1977

AMENDMENT NO. 1 TO AGREEMENT AND ASSIGNMENT

AMENDMENT NO. 1 dated as of December 15, 1975, between BETHLEHEM STEEL CORPORATION (hereinafter called the Builder) and METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee) to the Agreement and Assignment dated as of December 15, 1975 (hereinafter called the Assignment between the Builder and the Assignee).

WHEREAS the Builder and the Assignee desire to amend the Assignment as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

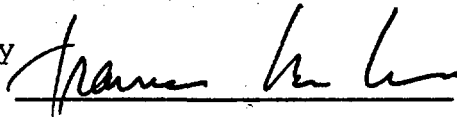
A. Section 4 of the Assignment is hereby amended by deletion of the words "the Vendee and" and the word "their" in clause (c) thereof, and the insertion in the place of such latter word of the word "its".

B. Except as hereinabove amended, the Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

BETHLEHEM STEEL CORPORATION

by



VICE PRESIDENT

[Corporate Seal]

Attest:


ASSISTANT SECRETARY

METROPOLITAN LIFE INSURANCE COMPANY

by

Vice President

by

Vice President-Investment Counsel

[Corporate Seal]

Attest:

ACKNOWLEDGMENT OF NOTICE OF AMENDMENT TO ASSIGNMENT

Receipt of a copy of the foregoing Amendment to the Agreement and Assignment dated as of December 15, 1975, is hereby acknowledged as of December 15, 1975.

AMERICAN SECURITY AND TRUST COMPANY

by

Vice President

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this *29th* day of *March* 1976, before me personally appeared *Francis Van Nuyse*, to me personally known, who being by me duly sworn, says that he is a Vice President of BETHLEHEM STEEL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lucy B. Kyle

Notary Public

[Notarial Seal]

My Commission expires

My Commission Expires
August 14, 1978
City of Bethlehem
Lehigh County

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly sworn,
says that each is of METROPOLITAN LIFE INSUR-
ANCE COMPANY, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation and
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and they
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation .

Notary Public

[Notarial Seal]

My Commission expires

AMENDMENT NO. 1 TO AGREEMENT AND ASSIGNMENT

AMENDMENT NO. 1 dated as of December 15, 1975, between BETHLEHEM STEEL CORPORATION (hereinafter called the Builder) and METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee) to the Agreement and Assignment dated as of December 15, 1975 (hereinafter called the Assignment between the Builder and the Assignee).

WHEREAS the Builder and the Assignee desire to amend the Assignment as hereinafter provided;

NOW, THEREFORE, the parties hereto agree that:

A. Section 4 of the Assignment is hereby amended by deletion of the words "the Vendee and" and the word "their" in clause (c) thereof, and the insertion in the place of such latter word of the word "its".

B. Except as hereinabove amended, the Assignment shall remain in full force and effect. This Agreement shall be governed by the laws of the State of New York. This Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

ACKNOWLEDGMENT OF NOTICE OF
AMENDMENT TO ASSIGNMENT

Receipt of a copy of the foregoing Amendment to
the Agreement and Assignment dated as of December 15, 1975,
is hereby acknowledged as of December 15, 1975.

AMERICAN SECURITY AND TRUST COMPANY

by


Vice President

COMMONWEALTH OF PENNSYLVANIA,)
) ss.:
COUNTY OF LEHIGH,)

On this day of 1976, before me
personally appeared , to me personally
known, who being by me duly sworn, says that he is a
Vice President of BETHLEHEM STEEL CORPORATION, that one
of the seals affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the
free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this day of 1976, before me
personally appeared and
to me personally known, each of whom, being by me duly sworn,
says that each is of METROPOLITAN LIFE INSUR-
ANCE COMPANY, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation and
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and they
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation .

Notary Public

[Notarial Seal]

My Commission expires